

# LISKOW & LEWIS

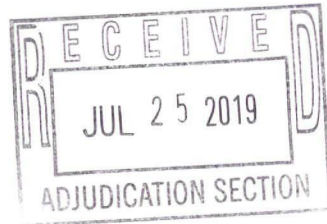
A Professional Law Corporation

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(337) 232-7424 Main  
(337) 267-2399 Fax



Julie Thobae

Direct: (713) 651-2970  
jthobae@Liskow.com

July 25, 2019

Our File No: 28043.0020

## **BY HAND DELIVERY**

U.S. Department of the Interior  
Bureau of Ocean Energy Management  
Gulf of Mexico OCS Region  
Adjudication Section  
1201 Elmwood Park Boulevard  
New Orleans, LA 70123-2394  
Attention: Yolanda Winslow, Chief

Re: Non-Required File for OCS-G 27278

Dear Ms. Winslow:

Enclosed please find the following documents that we ask you to file, submitted to you for filing purposes only, in the Non-Required File pertaining to Block 519 Mississippi Canyon, **OCS-G 27278:**

- 1) **PARTIAL RELEASE OF MORTGAGE (FLTL)** dated June 7, 2019 by Cantor Fitzgerald Securities, as Substitute Collateral Agent in favor of Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC, (collectively, the "Mortgagor"). **Please file in Category 2 – Release of Mortgages and Liens:**
- 2) **State of Louisiana Uniform Commercial Code – Amendment UCC-3 (FLTL) to delete collateral on Initial UCC# 26-373800 – Debtors:** Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, Dynamic Offshore Resources NS, LLC

and Secured Party: Cantor Fitzgerald Securities, as Collateral Agent. Please file in Category 3 – UCC Filings and Financial Statements; and

- 3) State of Louisiana Uniform Commercial Code – Amendment UCC-3 (FLTL) to delete collateral on Initial UCC# 26-355049 – Debtors: Fieldwood Energy LLC and GOM Shelf LLC; and Secured Party: Cantor Fitzgerald Securities, as Substitute Collateral Agent. Please file in Category 3 – UCC Filings and Financial Statements.

In order that third persons will be put on notice as to the execution and efficacy of the enclosed documents, please file the documents, together with a copy of this letter in the Non-Required File maintained for the lease, under the category designated above.

Enclosed are the Pay Gov receipts, in the total amount of \$87.00, for payment of the filing fees. I have included a copy of the documents and cover letter to be file-stamped and provided to the bearer of this letter.

If you should have any questions regarding this request, please contact me at (713) 651-2970. Thank you for your assistance in this matter.

Very truly yours,



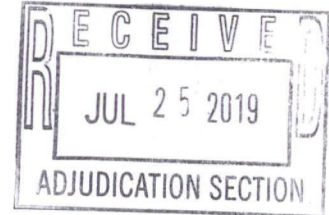
Julie Thobae  
Corporate Paralegal

Enclosures

4957256v1



**PARTIAL RELEASE OF MORTGAGE**  
**(FLTL)**



**STATE OF NEW YORK**

**COUNTY OF NEW YORK**

**BE IT KNOWN**, that on the date set forth below but effective as of the 27<sup>th</sup> day of JUNE, 2019, before me, the undersigned Notary Public, and in the presence of the undersigned competent witnesses,

**PERSONALLY CAME AND APPEARED:**

Cantor Fitzgerald Securities, as Substitute Collateral Agent, whose mailing address is 110 59<sup>th</sup> Street, New York, New York 10022, represented herein by its duly authorized agent ("Collateral Agent")

who, being duly sworn, did declare and say:

Fieldwood Energy LLC, a Delaware limited liability company, GOM Shelf LLC, a Delaware limited liability company, Fieldwood Energy Offshore LLC, a Delaware limited liability company, Bandon Oil and Gas, LP, a Delaware limited partnership, and Dynamic Offshore Resources NS, LLC, a Texas limited liability company (collectively, the "Mortgagor") have requested the Collateral Agent to partially release and cancel that certain Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated as of September 30, 2013, as amended, recorded, *inter alia*, as set forth on Schedule 1 hereto (the "Mortgage") insofar and only insofar as the Mortgage encumbers and pertains to (i) the record title interest described on Exhibit A hereto, whether now existing or created hereafter, to that certain oil, gas and mineral lease described on Exhibit A hereto (the "Released Oil and Gas Property") and (ii) Mortgagor's interest in the other Mortgaged Property and Collateral (each as defined in the Mortgage) insofar and only insofar as they are produced from or located on the Released Oil and Gas Property ((i) and (ii) collectively, the "Released Property"), and Collateral Agent consents to thereto;

**NOW THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent has RELEASED and DISCHARGED, and hereby RELEASES and DISCHARGES, without recourse, representation or warranty of any kind, the Mortgage and all liens and security interests created thereby and any other liens and security interests it may have in and to the Released Property INSOFAR and ONLY INSOFAR as the Mortgage covers and affects the Released Property and all products and proceeds thereof AND NO FURTHER.

IT IS EXPRESSLY UNDERSTOOD AND AGREED THAT THIS IS A PARTIAL RELEASE OF MORTGAGE ("PARTIAL RELEASE") RELATING SOLELY TO MORTGAGOR'S INTEREST IN THE RELEASED PROPERTY AND THAT THE SAME SHALL IN NO WAY RELEASE, AFFECT, OR IMPAIR THE UNDERSIGNED'S RIGHTS, TITLE, INTEREST, LIENS, AND SECURITY INTERESTS CREATED BY THE MORTGAGE AS TO ANY OTHER PROPERTIES OR INTERESTS DESCRIBED THEREIN OR COVERED THEREBY.

Collateral Agent hereby requests, authorizes, and directs the Clerk of Court of each of the Parishes and Counties described on Schedule 1 hereto to (a) record this Partial Release in the mortgage records or official records, as applicable, for said Parishes and Counties, (b) cancel in part from the mortgage records or official records, as applicable, of said Parishes and Counties the inscription of the Mortgage, and (c) notate the recordation of this Partial Release in the margin of the Mortgage as recorded

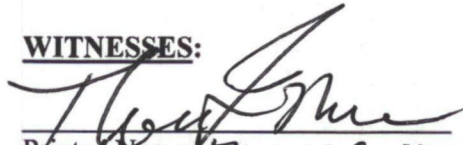
in said Parishes and Counties. Collateral Agent further consents to the filing by or on behalf of Mortgagor of all UCC3 partial releases as may be necessary to delete the Released Property from the description of the Collateral, including, but not limited to those set forth on Exhibit B hereto and pursuant to supplemental Officer's Certificates delivered to the Collateral Agent, in each case with a copy of this Partial Release attached thereto to describe the Collateral released.

Cantor Fitzgerald Securities is delivering this Partial Release of Mortgage in reliance on the Officers' Certificate delivered to it in connection herewith and solely in its capacity as Collateral Agent under the Amended and Restated First Lien Term Loan Agreement, dated as of April 11, 2018 (the "Credit Agreement") among Fieldwood Energy Inc., as Holdings, Fieldwood Energy LLC, as the Borrower, the Lenders party thereto and Cantor Fitzgerald Securities, as Administrative Agent and Collateral Agent, and not in its individual or corporate capacity. In acting hereunder, the Collateral Agent shall be entitled to all of the rights, privileges and immunities set forth in the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement) as though fully set forth herein. Capitalized terms used herein but not defined shall have the meaning assigned in the Credit Agreement.

*[Signature page to follow.]*

THUS DONE AND PASSED on this 7<sup>th</sup> day of June, 2019, but effective as of the date set forth above, in the presence of the undersigned witnesses who hereunto sign their names with the Collateral Agent and me, Notary, after due reading of the whole.

**WITNESSES:**



Printed Name: THOMAS F. MOORE

**CANTOR FITZGERALD SECURITIES,**  
As Substitute Collateral Agent, as Mortgagee




Printed Name: DAVID BROWN

By: 

Name: \_\_\_\_\_  
Title: **James Buccola**  
**Head of Fixed Income**



  
\_\_\_\_\_  
Notary Public

Name printed: \_\_\_\_\_  
Notarial Identification Number \_\_\_\_\_  
My commission expires \_\_\_\_\_

**LISSETTE MARTINEZ**  
Notary Public, State of New York  
No. 01MA6356880  
Qualified in Queens County  
Commission Expires April 10, 2021



**SCHEDULE 1**  
**[Recording Information]**

1. Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective September 30, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

<b><u>Recording Jurisdiction</u></b>	<b><u>Recording Information</u></b>
Plaquemines Parish, LA	Mortgage Book 630, Pg. 1, File No. 2013-00004580
Baldwin County, AL	Instrument No. 1425124
Mobile County, AL	BK:LR 7088, Page 1201, Instrument No. 2013 063204
Hancock County, MS	Deed of Trust Book 2013, Pages 24711-24911
Harrison County, MS (1)	Instrument # 2013 10678 T-J1
Harrison County, MS (2)	Instrument # 2013 3611 T-J2
Jackson County, MS	#201318029, BK:22, Pages 203-403
BOEM	OCS-G 27278

2. First Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing, Financing Statement and Partial Release (First Lien) dated effective November 15, 2013 by Fieldwood Energy LLC and GOM Shelf LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

<b><u>Recording Jurisdiction</u></b>	<b><u>Recording Information</u></b>
Plaquemines Parish, LA	Mortgage Book 634, Page 503, File No. 2013-00005396
BOEM	OCS-G 27278

3. Third Supplement to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien) dated effective August 16, 2016 by Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP and Dynamic Offshore Resources NS, LLC in favor of P.R. Ballard, Trustee and to Citibank, N.A., as Collateral Agent.

<b><u>Recording Jurisdiction</u></b>	<b><u>Recording Information</u></b>
Plaquemines Parish, LA	Mortgage Book 693, Page 84, File No. 2016-00003580
BOEM	OCS-G 27278

4. Fourth Supplement and Amendment to Mortgage, Deed of Trust, Assignment of As-Extracted Collateral, Security Agreement, Fixture Filing and Financing Statement (First Lien Term Loan) dated effective as of July 9, 2018 from Fieldwood Energy LLC, GOM Shelf LLC, Fieldwood Energy Offshore LLC, Bandon Oil and Gas, LP, and Dynamic Offshore Resources NS, LLC to Citibank, N.A., as Resigning Collateral Agent, and to Peter Graf, as Trustee for the benefit of Cantor Fitzgerald Securities, as Substitute Collateral Agent and to the Substitute Collateral Agent.

<b><u>Recording Jurisdiction</u></b>	<b><u>Recording Information</u></b>
Plaquemines Parish	File No. 2018-00002566, Book 732, Page 180
Baldwin County, AL	Instrument No. 1707455
Mobile County, AL	Book:LR 7658, Page 144, Instrument No. 2018 040026
Hancock County, MS	Deed of Trust, Book 2018, Page 15125
Harrison County, MS (1)	Instrument # 2018-6036-T-J1
Harrison County, MS (2)	Instrument # 2018-2163-T-J2
Jackson County, MS	#201813274, Book: 26, Pages 145-188
BOEM	OCS-G 27278

**EXHIBIT A**  
**Released Oil and Gas Properties**

A 7.25% Record Title interest to be assigned to Red Willow Offshore, LLC in that certain Oil and Gas Lease of Submerged Lands Under the Outer Continental Shelf Lands Act dated effective July 1, 2005 executed by the United States of America, as Lessor, Helis Oil & Gas Company, L.L.C., Houston Energy, L.P., and Red Willow Offshore, LLC, as Lessee, bearing Lease No. OCS-G 27278 covering all of Block 519, Mississippi Canyon Area, as shown on OCS Leasing Map La. No. NH 16-10, containing approximately 5,760 acres.



**EXHIBIT B**  
**UCC3 Forms**

STATE OF LOUISIANA

**UNIFORM COMMERCIAL CODE - AMENDMENT**  
**UCC-3**

Important - Read instructions Before Completing Form

**FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)**

1. Initial Financing Statement File # 16-155048

2. ☐ **Termination** - Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. ☐ **Continuation** - Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ☐ **Assignment** (Full or partial). Give name of assignee in item 7a or 7b and address of assignee in item 7c and also give name of assignor in item 8.

5. **AMENDMENT (PARTY INFORMATION)** This amendment affects ☐ Debtor or ☐ Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

☐ **CHANGE name and/or address**: Give current record name in item 6a or 6b, also give ☐ **DELETE name**: Give record name ☐ **ADD name**: Complete item 7a or 7b and item 7c, also complete item 7d if applicable.

**6. CURRENT RECORD INFORMATION:**

6a. Organization's Name

OR

6b. Individual's Last Name (and Title of Lineage (e.g., Jr., Sr., III, if applicable)) First Name Middle Name

**7. CHANGED (NEW) OR ADDED INFORMATION:**

7a. Organization's Name

OR

7b. Individual's Last Name (and Title of Lineage (e.g., Jr., Sr., III, if applicable)) First Name Middle Name

7c. Mailing Address City State Postal Code Country

7d. Tax ID or SSN or EIN 7e. Add to or Organization 7f. Type of Organization 7g. Jurisdiction of Organization 7h. Organization ID if any

None ☐

**8. AMENDMENT (Collateral Change):** check only one box.

Describe collateral: ☒ Deleted or ☐ added, or give entire ☐ revised collateral description, or describe collateral ☐ assigned

The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (PLT).

**9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT** (In case of assignment, of this to an Assignee(s). If there is an Assignor and Assignee(s), it makes sense only to authorize the assignee(s). Note: in a Termination authorized by a Debtor, check none, and enter name of Debtor as Secured Party of Record.)

9a. Organization's Name

OR

9b. Individual's Last Name (and Title of Lineage (e.g., Jr., Sr., III, if applicable)) First Name Middle Name

10. **OPTIONAL FILER REFERENCE DATA** 1984-5 0820 (PLT)

11. **NAME AND PHONE OF CONTACT AT FILER** (optional)

Nellie Thibodeau 713-651-2978

12. **SEND ACKNOWLEDGMENT TO** (Name and Address):

Madhya C. Maloney  
Larkin and Lewis APLE  
1001 Paraiso, Suite 1108  
Houston, Texas 77062

The above space is for filing office use only.

Louisiana Secretary of State 3-8-2011

**POLOA: 100% POLYESTER**

Reset

# UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CORRESPONDENT (optional): <b>Julie Thoburn 713-651-2970</b>
B. EMAIL CONTACT BY FILER (optional): <b>jthoburn@liskow.com</b>
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <b>Marlys C. Maloney Liskow and Lewis APLC 1000 Fannin, Suite 1000 Houston, Texas 77003</b>

Print

Reset

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER  
**2018 2475941**

1b. ☐ This FINANCING STATEMENT AMENDMENT is to be filed (see instructions) (as recorded on the REAL ESTATE RECORDS File (UCC Financing Statement Addendum Form UCCMA) and (optional) Collateral Release in Item 13

2. ☐ TERMINATION: If the financing statement identified above is terminated with reason in due course by order(s) of Secured Party authorizing this Termination Statement

3. ☐ ASSIGNMENT (full or partial): Provide name of Assignee in Item 7a or 7b, address of Assignee in Item 7c, reason of Assignment in Item 6. For partial assignment, complete Items 7 and 8, also indicate affected collateral in Item 8.

4. ☐ CORRECTION: If there is an error in the Financing Statement identified above with respect to the accuracy of the information of Secured Party authorizing this Correction Statement, as contained in the additional record provided by appropriate user.

5. ☐ PARTY INFORMATION CHANGE

Check ☐ of those new items. **ADD** Check ☐ of those items to be changed. **CHANGE** name and/or address. Complete ☐ Item 7a or 7b, address of Assignee in Item 7c, reason of Assignment in Item 6. **DELETE** name. Check record name to be deleted in Item 7a or 7b.

6. CURRENT RECORD INFORMATION: Complete for Party Information Change: provide only add name (file or file)

7a. ORIGINAL NAME			
7b. INDIVIDUAL'S NAME	FIRST PERSONAL NAME	ADDRESS, including PO BOX	SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change: provide only add name (file or file) delete name. All names do not exist, modify, or eliminate any part of the delete name.

7a. ORIGINAL NAME			
7b. NEW/OLD'S NAME			
INDIVIDUAL'S FIRST PERSONAL NAME			
INDIVIDUAL'S ADDRESS (PARTIAL)			
SUFFIX			

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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8. ☒ COLLATERAL CHANGE: **ADD** Check ☐ of those new items. ☐ **DELETE** collateral. ☒ **DELETE** collateral. ☐ **RESTATE** re-created release of ☐ **ABANDON** collateral.

The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (FLTL).

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only add name (file or file) delete name of Assignee. If this is an Assignment, ☐ then it is an Assignment made and by a CREDITOR, check item ☐ and provide name of authorizing Creditor.

10. ORIGINAL NAME			
<b>Canter Fitzgerald Securities, as Substitute Collateral Agent</b>			
11. INDIVIDUAL'S NAME	FIRST PERSONAL NAME	ADDRESS, including PO BOX	SUFFIX

12. OPTIONAL FILER REFERENCE DATA  
**20043.0028 (FLTL)**

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT (Form UCC3) (Rev. 08/2011) International Association of Commercial Administrators (IACA)



## STATE OF LOUISIANA

UNIFORM COMMERCIAL CODE - AMENDMENT  
UCC-3

Important - Read instructions Before Completing Form

## FOLLOW INSTRUCTIONS (FRONT AND BACK CAREFULLY)

1. Initial Financing Statement File # 26-373800
2. ☐ **Termination** - Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement
3. ☐ **Continuation** - Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law
4. ☐ **Assignment** (full or partial). Give name of assignee in item 7a or 7b and address of assignee in item 7c and also give name of assignor in item 9.
5. AMENDMENT (PARTY INFORMATION) This amendment affects ☐ Debtor or ☐ Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

- ☐ **CHANGE name and/or address:** Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c
- ☐ **DELETE name:** Give record name to be deleted in item 6a or 6b
- ☐ **ADD name:** Complete item 7a or 7b and item 7c; also complete items 7d-7g (if applicable)

## 6. CURRENT RECORD INFORMATION:

6a Organization's Name		
OR		
6b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable))	First Name	Middle Name

## 7. CHANGED (NEW) OR ADDED INFORMATION:

7a Organization's Name				
OR				
7b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III, if applicable))		First Name	Middle Name	
7c Mailing Address		City	State	Postal Code
7d Tax ID #: SSN or EIN		Add'l info re Organization:	7e Type of Organization	7f Jurisdiction of Organization
			7g Organization ID if any	None <input type="checkbox"/>

8. AMENDMENT (Collateral Change): check only one box.  
Describe collateral ☒ deleted or ☐ added, or give entire ☐ restated collateral description, or describe collateral ☐ assigned.

The collateral deleted is the "Released Property" more fully described in the attached Partial Release of Mortgage (FLTL).

9. NAME or SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here ☐ and enter name of Debtor authorizing this Amendment

9a Organization's Name		
Cantor Fitzgerald Securities, as Collateral Agent		
OR		
9b Individual's Last Name (and Title of Lineage (e.g. Jr., Sr., III), if applicable)	First Name	Middle Name

10. OPTIONAL FILER REFERENCE DATA 28043.0020 (FLTL)

11. NAME AND PHONE OF CONTACT AT FILER (optional)  
Julie Thobae 713-651-2970

12. SEND ACKNOWLEDGMENT TO: (Name and Address)

Marilyn C. Maloney  
Liskow and Lewis APLC  
1001 Fannin, Suite 1800  
Houston, Texas 77002

The above space is for filing office use only